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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

MAYFLOWER COMMUNITIES, INC.¹

Debtor.

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CHAPTER 11

CASE NO. 19-30283 (HDH)

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON APRIL 5, 2019 AT 10:00 A.M. (CST)**

UNCONTESTED MATTERS:

1. Debtor's Motion for Entry of Orders (I) Approving Bid Procedures, (II) Authorizing the Debtor to Offer Certain Bid Protections to Stalking Horse, (III) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (IV) Authorizing (A) the Sale of the Debtor's Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, and (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (V) Approving the Forms of Notices Related to the Sale, and (VI) Granting Related Relief [Docket No. 164].

Related Documents:

- Notice of Filing of Proposed Term Sheet [Docket No. 134];

¹ The last four digits of the Debtor's federal tax identification number are 6350.

- Motion of the Debtor for Entry of an Order (I) Approving the Settlement and Compromise Between the Debtor and UMB Bank, N.A., as Trustee; and (II) Granting Related Relief [Docket No. 139]; and
- Motion for Expedited Consideration of Debtor's Motion for Entry of Orders (I) Approving Bid Procedures, (II) Authorizing the Debtor to Offer Certain Bid Protections to Stalking Horse, (III) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (IV) Authorizing (A) the Sale of the Debtor's Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, and (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (V) Approving the Forms of Notices Related to the Sale, and (VI) Granting Related Relief [Docket No. 168]; and
- Stipulation Extending the Official Residents' Committee's Deadline to Respond to the Debtor's Bid Procedure Motion [Docket No. 196].

Responses Received: None.

Status: The Debtor has entered into a stipulation with the Official Residents' Committee (the "Committee") extending the Committee's deadline to file an objection to the Debtor's Bid Procedures Motion to 4:00 p.m. (CST) on April 4, 2019. See Docket No. 196. The Debtor intends to go forward with its Bid Procedures Motion.

2. Motion of the Debtor for Entry of an Order Excusing the Debtor's Residents from Filing Proofs of Claim Pending the Outcome of the Debtor's Sale [Docket No. 170].

Related Documents:

- Notice of Filing of Proposed Term Sheet [Docket No. 134];
- Motion of the Debtor for Entry of an Order (I) Approving the Settlement and Compromise Between the Debtor and UMB Bank, N.A., as Trustee; and (II) Granting Related Relief [Docket No. 139]; and
- Motion for Expedited Consideration of Debtor's Motion for Entry of an Order Excusing the Debtor's Residents from Filing Proofs of Claim Pending the Outcome of the Debtor's Sale [Docket No. 171].

Responses Received: None.

Status: This matter is going forward as an uncontested matter.

CONTESTED MATTERS:

3. Motion of Debtor for an Order Authorizing the Use of the Debtor's Cash [Docket No. 17].

Related Documents:

- Initial Interim Order (1) Authorizing the Use of Cash and (2) Providing Adequate Protection [Docket No. 64];
- Agreed Amendment to Initial Interim Order (1) Authorizing the Use of Cash and (2) Providing Adequate Protection [Docket No. 101]; and
- Second Agreed Amendment to Initial Interim Order (1) Authorizing the Use of Cash and (2) Providing Adequate Protection [Docket No. 138].

Responses Received:

- Limited Objection of UMB Bank, N.A. to Debtor's First Day Motions [Docket No. 27]; and
- Official Residents' Committee's Limited Objection to Motion of Debtor for an Order Authorizing the Use of the Debtor's Cash [Docket No. 121].

Status: As reflected in the Motion of the Debtor for Entry of an Order (I) Approving the Settlement and Compromise Between the Debtor and UMB Bank, N.A., as Trustee; and (II) Granting Related Relief [Docket No. 139] (the "9019 Motion"), the Debtor and UMB Bank, N.A. (the "Bond Trustee") have reached an agreement that resolves several disputes between the parties. If the 9019 Motion is granted by the Court, the Debtor and Bond Trustee have agreed to the form of a cash collateral order that is attached to the 9019 Motion. If the 9019 Motion is not granted, the Debtor will request that this matter go forward as a status conference.

4. Motion of UMB Bank, N.A., as Trustee, to Transfer Venue of Bankruptcy Case to Southern District of Indiana [Docket No. 52].

Related Documents:

- Memorandum of Law in Support of Motion of UMB Bank, N.A., as Trustee, to Transfer Venue of Bankruptcy Case to Southern District of Indiana [Docket No. 53];

- Supplement to Memorandum of Law in Support of Motion of UMB Bank, N.A., as Trustee, to Transfer Venue of Bankruptcy Case to Southern District of Indiana [Docket No. 62];
- Agreed Order on Stipulation Regarding Extension of the Official Residents' Committee's Response Deadline to UMB Bank, N.A.'s Motion to Transfer Venue of Case to the Southern District of Indiana and Deadline for UMB Bank, N.A. to File Reply [Docket No. 119];
- Joint Motion of the Debtor and the Trustee for Continuance of Hearing on Motion of UMB Bank, N.A., as Trustee, to Transfer Venue of Bankruptcy Case to Southern District of Indiana [Docket No. 126]; and
- Order Granting Continuance of Hearing on Motion of UMB Bank, N.A., as Trustee, to Transfer Venue of Bankruptcy Case to Southern District of Indiana [Docket No. 131].

Responses Received:

- Debtor's Objection to Motion to Transfer Venue [Docket No. 113].

Status: As reflected in the 9019 Motion, the Debtor and Bond Trustee have reached an agreement that resolves several disputes between the parties with respect to, among other things, the proper venue for this chapter 11 case. If the 9019 Motion is granted by the Court, the Bond Trustee has agreed to withdraw this motion. If the 9019 Motion is not granted, the Debtor will request that this matter go forward as a status conference.

5. Motion of the Debtor for Entry of an Order (I) Approving the Settlement and Compromise Between the Debtor and UMB Bank, N.A., as Trustee; and (II) Granting Related Relief [Docket No. 139].

Related Documents:

- Notice of Filing of Proposed Term Sheet [Docket No. 134];
- Motion for Expedited Consideration of Debtor's Motion for Entry of Orders (I) Approving Bid Procedures, (II) Authorizing the Debtor to Offer Certain Bid Protections to Stalking Horse, (III) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (IV) Authorizing (A) the Sale of the Debtor's Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, and (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (V) Approving the Forms of Notices Related to the Sale, and (VI) Granting Related Relief [Docket 168].

Responses Received:

- Official Residents' Committee's Objection to Motion of the Debtor for Entry of an Order (I) Approving the Settlement and Compromise Between the Debtor and UMB Bank, N.A., as Trustee; and (II) Granting Related Relief [Docket No. 182].

Status: This matter is going forward as a contested matter.

Dated: April 4, 2019
Dallas, Texas

DLA PIPER LLP (US)

By: /s/ Daniel B. Prieto

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